

EXHIBIT G

CAHILL GORDON & REINDEL LLP
EIGHTY PINE STREET
NEW YORK, NY 10005-1702

FLOYD ABRAMS
L. HOWARD ADAMS
ROBERT A. ALESSI
HELENE R. BANKS
ANIRUDH BANSAL
DAVID L. BARASH
LANDIS C. BEST
BRADLEY J. BONDI
SUSAN BUCKLEY
KEVIN J. BURKE
JAMES J. CLARK
BENJAMIN J. COHEN
SEAN M. DAVIS
STUART G. DOWNING
ADAM M. DWORKIN
ANASTASIA EFIMOVA
JENNIFER B. EZRING
JOAN MURTAGH FRANKEL
JONATHAN J. FRANKEL

BART FRIEDMAN
PIERRE M. GENTIN
CHARLES A. GILMAN
JASON M. HALL
WILLIAM M. HARTNETT
CRAIG M. HOROWITZ
DOUGLAS S. HOROWITZ
TIMOTHY B. HOWELL
DAVID G. JANUSZEWSKI
ELAI KATZ
THOMAS J. KAVALER
BRIAN S. KELLEHER
DAVID N. KELLEY
RICHARD KELLY
CHÉRIE R. KISER*
EDWARD P. KRUGMAN
JOEL KURTZBERG
TED B. LACEY
MARC R. LASHBROOK

TELEPHONE: (212) 701-3000
WWW.CAHILL.COM

1990 K STREET, N.W.
WASHINGTON, DC 20006-1181
(202) 862-8900

CAHILL GORDON & REINDEL (UK) LLP
24 MONUMENT STREET
LONDON EC3R 8AJ
+44 (0)20 7920 9800

WRITER'S DIRECT NUMBER

(212) 701-3041

ALIZA R. LEVINE
JOEL H. LEVITIN
GEOFFREY E. LIEBMANN
ANN S. MAKICH
JONATHAN I. MARK
BRIAN T. MARKLEY
WILLIAM J. MILLER
NOAH B. NEWITZ
MICHAEL J. OHLER
DAVID R. OWEN
JOHN PAPACHRISTOS
LUIS R. PENALVER
KIMBERLY PETILLO-DÉCOSSARD
MICHAEL W. REDDY
OLEG REZZY
JAMES ROBINSON
THORN ROSENTHAL
TAMMY L. ROY

JONATHAN A. SCHAFFZIN
JOHN SCHUSTER
MICHAEL A. SHERMAN
DARREN SILVER
JOSIAH M. SLOTNICK
RICHARD A. STIEGLITZ JR.
SUSANNA M. SUH
ANTHONY K. TAMA
JONATHAN D. THIER
JOHN A. TRIPODORO
GLENN J. WALDRIP, JR.
HERBERT S. WASHER
MICHAEL B. WEISS
S. PENNY WINDLE
DAVID WISHENGRAD
COREY WRIGHT
JOSHUA M. ZELIG
DANIEL J. ZUBKOFF

*ADMITTED IN DC ONLY

December 19, 2016

Re: Request Pursuant to Section 7.6(a) of the CVR Agreement

Dear Sir/Madam:

Reference is made to the Contingent Value Rights Agreement, dated March 30, 2011, by and between Sanofi-Aventis ("Sanofi") and UMB Bank, N.A. ("Trustee"), as successor to American Stock Transfer & Trust Company LLC (the "CVR Agreement").

This Firm has been retained, *inter alia*, to make an inquiry or investigation on behalf of the Trustee into the facts and matters set forth below, including, without limitation, in order to assess Sanofi's compliance with the CVR Agreement.¹ Section 7.6(a) provides that "Upon the written request of the Acting Holders . . . the Company shall provide an independent certified public accounting firm . . . with access during normal business hours to such of the records of the Company as may be reasonably necessary to verify the accuracy of the statements set forth in the Product Sales Statements and the figures underlying the calculations set forth therein for any period within the preceding three (3) years that has not previously been audited in accordance with this Section 7.6."

A group of Holders of more than 30% of the outstanding CVRs (the "Acting Holders") have instructed the Trustee to make a request on their behalf pursuant to Section 7.6(a) to verify the accuracy of the statements set forth in the Product Sales Statements and the figures set forth therein for the period from the first date upon which gross sales for the Product were booked through December 31, 2016 (the "Audit"). As provided in Section 7.6 of the CVR Agreement, the fees charged by such Independent Accountant shall be paid by Sanofi.

The Trustee will propose an Independent Accountant to perform the Audit by separate correspondence.

The Trustee and the Acting Holders hereby expressly reserve any and all rights under the CVR Agreement, including, without limitation, with respect to the foregoing.

¹ Unless otherwise defined in this letter, capitalized terms shall be as set forth in the CVR Agreement.

CAHILL GORDON & REINDEL LLP

- 2 -

Any response to this Request should be directed to the undersigned.

Sincerely,


Michael Brenner Weiss

VIA FEDEX AND EMAIL

Sanofi
c/o John Neuwirth, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

cc: Gavin Wilkinson
Charles A. Gilman, Esq.